

# HELM

**FINANCIAL CORPORATION**

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

19475

VIA AIR COURIER

June 19, 1995

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

Dear Ms. Lee:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of May 12, 1995 between the following parties:

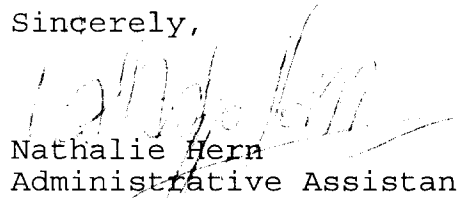
Lessor:	Helm Locomotive Leasing 1 Embarcadero Center, Suite 3500 San Francisco, CA 94111
Lessee:	Indiana Harbor Belt Railroad Company 2721-161st Street Hammond, IN 46323-1099

The equipment involved in this transaction is as follows:

Equipment:	Three (3) locomotives (See Exhibit A attached for reporting mark & numbers)
------------	--

Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,

  
Nathalie Hern  
Administrative Assistant

/nh

Enclosures (2)

MEMORANDUM OF  
LOCOMOTIVE LEASE AGREEMENT

THIS MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT ("Memorandum of Lease") made as of May 12, 1995 is intended to evidence the Locomotive Lease Agreement, dated as of May 12, 1995 (the "**Lease**") between **HELM LOCOMOTIVE LEASING**, a joint venture of Domestic Three Leasing Corporation and Helm Locomotive Leasing Corporation ("**Lessor**"), and **INDIANA HARBOR BELT RAILROAD COMPANY**, an Indiana corporation ("**Lessee**"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the three (3) SW1500 locomotives more fully described in Exhibit A hereto (the "**Units**"). Lessee leased from Lessor the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, each party, pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

LESSEE

HELM LOCOMOTIVE LEASING

INDIANA HARBOR BELT RAILROAD  
COMPANY

By:  cm

By: 

Title: President  
Helm Locomotive Leasing  
Corporation, its Joint Venturer

Title: General Manager

Date: 5-24-95

Date: May 17, 1995

STATE OF CALIFORNIA

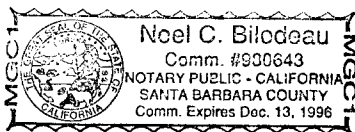
COUNTY OF SAN FRANCISCO

On May 24, 1995, before me, Noel C. Bilodeau, personally appeared Richard C. Kirchner, President of **HELM LOCOMOTIVE LEASING CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



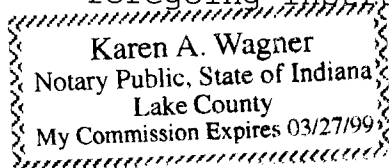
Noel C. Bilodeau  
SIGNATURE OF THE NOTARY

STATE OF INDIANA

)  
) §  
)

COUNTY OF LAKE

On this 17<sup>th</sup> day of May, 1995, before me personally appeared CH Allen, to me personally known, who, being by me duly sworn, says that he is General Manager of **INDIANA HARBOR BELT RAILROAD COMPANY**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Karen A. Wagner  
Notary Public

My Commission Expires: 3-27-99

[Notarial Seal]

CAM

EXHIBIT A

To the Memorandum of Locomotive Lease Agreement dated May 12, 1995 between Helm Locomotive Leasing and Indiana Harbor Belt Railroad Company.

Equipment Description:

Three (3), SW1500 locomotives

Units Reporting  
Mark & Numbers

HLCX 1122

HLCX 1124

HLLX 1129